

approximately 15,750 acres of land bordering Lake Pleasant Regional Park north of Phoenix, Arizona.

**SUPPLEMENTARY INFORMATION:** Copies of the Environmental Assessment are available from the Bureau of Land Management's Phoenix District Office, 2015 West Deer Valley Road, Phoenix, AZ 85027. Public comments on the Environmental Assessment will be accepted for a period of thirty (30) days following publication of this notice.

**FOR FURTHER INFORMATION CONTACT:** Gail Acheson, Phoenix Resource Area Manager, 2015 West Deer Valley Road, Phoenix, AZ 85027 or telephone (602) 780-8090.

Dated: April 25, 1995.

**David J. Miller,**

*Associate District Manager.*

[FR Doc. 95-10630 Filed 4-28-95; 8:45 am]

BILLING CODE 4310-32-P

## INTERSTATE COMMERCE COMMISSION

[Finance Docket No. 32685]

**Chicago & North Western Railway Co., Soo Line Railroad Co., d/b/a CP Rail System, Wisconsin & Southern Railroad Company, Wisconsin Department of Transportation—Joint Relocation Project Exemption—in Dane County, WI**

On March 31, 1995, Chicago and North Western Railway Company (CNW), Soo Line Railroad Company, d/b/a CP Rail System (Soo), and Wisconsin and Southern Railroad Company (WSOR), and the Wisconsin Department of Transportation jointly filed a notice of exemption under 49 CFR 1180.2(d)(5) to relocate a line of railroad in Madison, Dane County, WI. The proposed transaction was expected to be consummated on or after April 7, 1995.

The line relocation project is to facilitate construction of the new Monona Terrace Convention Center in Madison, WI. CNW and WSOR<sup>1</sup> currently operate two closely parallel rail lines in a rail corridor running at the base of a bluff under the planned convention center site. The convention design will require supporting piers for the structure to be placed on the site of the current CNW track.

The joint project involves: (1) The incidental construction of connecting

tracks between existing CNW and WSOR tracks, which would involve the moving of all rail operations a distance of approximately 2,090 feet to the current WSOR line; (2) the transfer of WSOR's ownership of track within the relocation limits to CNW, which CNW will rehabilitate, and CNW will grant trackage rights over the track to WSOR and Soo; and (3) the removal of CNW's track within the relocation limits. The notice states that service to shippers will not be disrupted.

The Commission will exercise jurisdiction over the abandonment or construction components of a relocation project, and require separate approval or exemption, only where the removal of track affects service to shippers or the construction of new track involves expansion into new territory. *See City of Detroit v. Canadian National Ry. Co., et al.*, 9 I.C.C.2d 1208 (1993). The Commission has determined that line relocation projects may embrace trackage rights transactions such as the one involved here. *See D.T.&I.R.—Trackage Rights*, 363 I.C.C. 878 (1981). Under these standards, the incidental abandonment, construction, and trackage rights components require no separate approval or exemption when the relocation project, as here, will not disrupt service to shippers and thus qualifies for the class exemption at 49 CFR 1180.2(d)(5).

As a condition to the use of this exemption, any employees affected by the trackage rights agreement will be protected by the conditions in *Norfolk and Western Ry. Co.—Trackage Rights—BN*, 354 I.C.C. 605 (1978), as modified in *Mendocino Coast Ry., Inc.—Lease and Operate*, 360 I.C.C. 653 (1980).

Petitions to revoke the exemption under 49 U.S.C. 10505(d) may be filed at any time. The filing of a petition to revoke will not stay the transaction. Pleadings must be filed with the Commission and served on: Robert T. Opal, Chicago and North Western Railway Company, 165 North Canal Street, Chicago, IL 60606; Larry D. Starns, Soo Line Railroad Company, Suite 1000, Soo Line Building, Box 530, Minneapolis, MN, 55440; John D. Heffner, 1920 N Street, NW, Suite 420, Washington, DC 20036; and James S. Thiel, Wisconsin Department of Transportation, Room 115B, Hill Farms State Transportation Building, P.O. Box 7910, Madison, WI 53707.

Decided: April 24, 1995.

By the Commission, David M. Konschnik, Director, Office of Proceedings.

**Vernon A. Williams,**

*Secretary.*

[FR Doc. 95-10595 Filed 4-28-95; 8:45 am]

BILLING CODE 7035-01-P

[Finance Docket No. 32133]

**Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company—Control—Chicago and North Western Transportation Company and Chicago and North Western Railway Company**

**AGENCY:** Interstate Commerce Commission.

**ACTION:** Decision No. 27; notice that the Commission has been requested to issue a finding that the terms and conditions of the proposed merger of UP Rail, Inc., into Chicago and North Western Transportation Company are just and reasonable.

**SUMMARY:** UP Rail, Inc. (a subsidiary of Union Pacific Corporation) is to be merged into Chicago and North Western Transportation Company (the holding company parent of Chicago and North Western Railway Company), assuming the success of a tender offer that was commenced on March 23, 1995. The merger envisions, among other things, a tender offer to stockholders of \$35 per share and a "cashing out" of all non-tendering stockholders at a price of \$35 per share. The Commission has been requested to issue a finding that the terms and conditions of the merger are just and reasonable.

**DATES:** Comments must be filed by May 31, 1995. Replies must be filed by June 15, 1995.

**ADDRESSES:** All pleadings should refer to Finance Docket No. 32133. Comments (an original and 10 copies) should be sent to: Office of the Secretary, Case Control Branch, Interstate Commerce Commission, 1201 Constitution Avenue, NW., Washington, DC 20423. Comments should also be served (one copy each) on: (1) Arvid E. Roach II, Covington & Burling, 1201 Pennsylvania Avenue, NW., P.O. Box 7566, Washington, DC 20044-7566; and (2) L. John Osborn, Suite 600, East Tower, 1301 K Street, NW., Washington, DC 20005. Replies (an original and 10 copies) should be sent to: Office of the Secretary, Case Control Branch, Interstate Commerce Commission, 1201 Constitution Avenue, NW., Washington, DC 20423. Replies should also be served (one copy each) on all active parties in this proceeding, counsel for the plaintiffs in the Delaware shareholder suits referenced

<sup>1</sup> Soo has trackage rights on the WSOR line and Soo formerly owned the WSOR line. *See Wisconsin & Southern Railroad Co.—Purchase, Lease and Operation Exemption—Canadian Pacific Rail Services*, Finance Docket No. 32546, (ICC served Aug. 16, 1994).

below, and any known shareholders of Chicago and North Western Transportation Company who have not tendered their shares in the tender offer commenced March 23, 1995, by UP Rail, Inc.

**FOR FURTHER INFORMATION CONTACT:** Beryl Gordon, (202) 927-5610. [TDD for the hearing impaired: (202) 927-5721.]

**SUPPLEMENTARY INFORMATION:** In our UP/CNW Decision No. 25 (served March 7, 1995), we approved common control of UP (class I railroads Union Pacific Railroad Company and Missouri Pacific Railroad Company) and CNW (class I railroad Chicago and North Western Railway Company). Union Pacific Railroad Company (UPRR) and Missouri Pacific Railroad Company (MPRR) are indirect wholly owned subsidiaries of Union Pacific Corporation (UPC), a non-carrier holding company. CNW is a direct wholly owned subsidiary of Chicago and North Western Transportation Company (CNWT), another non-carrier holding company. UPC, UPRR, MPRR, CNWT, and CNW are referred to herein as the primary applicants. The UP/CNW common control that we approved envisioned that UP and CNW would come under common control with the conversion, from non-voting status to voting status, of the approximately 29.5% of the CNWT common stock held by non-carrier UP Rail, Inc. (UPR), another indirect wholly owned UPC subsidiary. Our UP/CNW Decision No. 25 became effective on April 6, 1995.

On March 16, 1995, UPC and CNWT entered into an Agreement and Plan of Merger (the Merger Agreement) that provides, among other things, (1) that UPR will make a tender offer for 100% of CNWT's common stock at a price of \$35 per share in cash, and (2) that all non-tendering CNWT shareholders will also receive \$35 per share in cash following the UPR/CNWT merger. The tender offer was commenced on March 23, 1995, and is scheduled to expire on April 24, 1995.

By petition (UP/CNW-134) filed April 4, 1995, the primary applicants have requested that we issue a determination that the terms and conditions of the proposed UPR/CNWT merger (in particular, the \$35-per-share price to be paid to CNWT shareholders) are just and reasonable. The primary applicants seek this determination (1) because they believe the Commission is required by *Schwabacher v. United States*, 334 U.S. 182 (1948), to make such a determination to protect minority shareholders and (2) in order to immunize the UPR/CNWT merger from the otherwise applicable state law

rights, particularly the otherwise applicable state law appraisal rights, of dissenting CNWT shareholders. 49 U.S.C. 11341(a). A copy of the Merger Agreement can be found in UP/CNW-134, Exhibit B, Annex I.

The primary applicants indicate that they have served a copy of their UP/CNW-134 petition on all active parties in the Finance Docket No. 32133 proceeding and on counsel for plaintiffs in certain Delaware shareholder suits challenging various aspects of the Merger Agreement. The primary applicants have also pledged to serve a copy of their petition on any known CNWT shareholders who do not tender their shares in response to the tender offer. The primary applicants urge expedited handling of their petition (in particular: that we publish notice of their petition in the **Federal Register**; that we allow interested persons 30 days to file comments; that we further allow the primary applicants an additional 15 days to file a reply; and that we proceed promptly to a decision thereafter).

Our statutory mandate, 49 U.S.C. 11344(c), requires, among other things, that we determine, in appropriate cases, that the terms and conditions of certain transactions affecting stockholders are just and reasonable. *See, e.g., Union Pacific Corp. et al.—Cont.—MO-KS-TX Co. et al.*, 4 I.C.C.2d 409, 515 (1988) ("In appraising this transaction affecting the rights of stockholders, it is incumbent upon us to see that the interests of minority stockholders are protected and that the overall proposal is just and reasonable to those stockholders. *Schwabacher v. United States*, 344 U.S. at 198, 201."'). Because the UP/CNW-134 petition implicates our statutory mandate and involves a matter that requires expedited regulatory action, we will proceed upon the schedule urged by the primary applicants.

Accordingly, we solicit comments from all interested persons respecting whether the terms and conditions of the proposed UPR/CNWT merger are just and reasonable. Such comments must be submitted by May 31, 1995. The primary applicants may file replies to such comments by June 15, 1995.

Any interested person who has not received copies of the UP/CNW-134 petition and the primary applicants' letter dated April 17, 1995 (announcing a settlement of the Delaware litigation) may request copies, in writing or by telephone, from Arvid E. Roach II, Covington & Burling, 1201 Pennsylvania Avenue, N.W., P.O. Box 7566, Washington, D.C. 20044-7566 (telephone: 202-662-5388).

In addition to submitting an original and 10 copies of all documents filed

with the Commission, the primary applicants and any commenters are encouraged to submit all pleadings and attachments as computer data contained on a 3.5-inch floppy diskette formatted for WordPerfect 5.1 (or formatted so that it can be converted by WordPerfect 5.1). The primary applicants are also encouraged to submit their UP/CNW-134 petition (including Exhibits A and B thereto), and their letter dated April 17, 1995 (including Exhibits A and B thereto), on such a diskette.

Decided: April 19, 1995.

By the Commission, Chairman Morgan, Vice Chairman Owen, and Commissioners Simmons and McDonald.

**Vernon A. Williams,**

Secretary.

[FR Doc. 95-10633 Filed 4-28-95; 8:45 am]

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## DEPARTMENT OF JUSTICE

### Notice of Lodging of Consent Decree Pursuant to the Clean Water Act

In accordance with Departmental policy, 28 CFR 50.7, notice is hereby given that a proposed partial consent decree in *United States v. Metropolitan Dade County, et al.*, Case No. Civ-93-1109-Moreno, was lodged on April 19, 1995, with the United States District Court for the Southern District of Florida. The consent decree settles all claims for injunctive relief and civil penalties brought against Metropolitan Dade County and the Miami-Dade Water and Sewer Authority Department under Sections 301, 309 (b) and (d), and 402 of the Clean Water Act, 33 U.S.C. 1311, 1319 (b) and (d), and 1342, and sets forth remedial measures, supplemental environmental projects, and a civil penalty.

The Department of Justice will receive, for a period of thirty (30) days from the date of this publication, comments relating to the proposed consent decree. Comments should be addressed to the Assistant Attorney General for the Environment and Natural Resources Division, Department of Justice, Washington, DC 20530, and should refer to *United States v. Metropolitan Dade County, et al.*, DOJ Ref. #90-5-1-4022.

The proposed consent decree may be examined at the office of the United States Attorney, Southern District of Florida, 99 N.E. 4th Street, Miami, Florida 33132; the Region IV Office of the United States Environmental Protection Agency, 345 Courtland Street, NE., Atlanta, Georgia 30365; and at the Consent Decree Library, 1120 G